

JAYCE AND THE WHEELED WARRIORS

"Steel Against Shadow"

(032003)

(SCRIPT)

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**FINAL**

DIC ENTERPRISES, INC.

revised!

JAYCE AND THE WHEELED WARRIORS

"STEEL AGAINST SHADOW"

FADE IN:

EXT REFUELING STATION - SPACE

A huge space station spinning in the vacuum of space. Arms and projections stick out all over, many connected to a vast array of starships docked at the station. Repairs are going on at some of the ships, arcs of welding-flame spitting fire against the darkness. As the space station turns, we find that the POTS is docked at the station. TRUCK IN:

CLOSER - POTS

As a fuel pipe connecting the POTS to the station CLICKS and disconnects UNDER:

(1) STATIONMASTER (VO)

Refueling complete. The Pride is ready whenever you are, Herc.

PAN ACROSS to the station, where two silhouettes are visible.

INT STATION - CORRIDOR

Where we find Herc and the STATIONMASTER, a rather oily sort with a third eye above the sunken orifice that passes for a nose among his kind. There is a closed airlock at the far end of the corridor that leads to the POTS.

(2) STATIONMASTER

Now, about payment --

TIGHTEN

As Herc claps him friendly on the shoulder.

(3) HERC

Just, ah, put it on my bill.

And with that, Herc starts walking -- quickly -- away.

(4) STATIONMASTER

But --

(5) HERC

Hey, don't worry! You'll get paid.  
Have I ever lied to you before?

ON STATIONMASTER

Shaking his head with great resignation.

(6) STATIONMASTER

(resignedly)

Yes. Frequently.

OVERSHOULDER SHOT

SHOOTING PAST the stationmaster to the airlock, which closes behind Herc. The stationmaster is now alone in the corridor. We SEE him pull a communicator out of his tunic.

CLOSE - STATIONMASTER

Looking especially sneaky as he glances around, then speaks quietly into the communicator.

(7) STATIONMASTER

(quietly)

They are preparing to depart, Excellency.

(8) SAW BOSS (VO)

Keep me informed of their progress.

INT SAW BOSS'S HQ

Where we find Saw Boss standing before the 2-Way speaker.

(9) SAW BOSS

I must know when they leave and where they are going next.

(10) STATIONMASTER (VO)

Of course, excellency. And payment --

ON SAW BOSS

Eyes narrowed. Dealing with such matters are beneath his dignity, but essential nonetheless.

(11) SAW BOSS

-- will be made promptly, as we agreed. Now go, and do not trouble me with your petty finances. I find it -- distasteful.

INT REFUELING STATION - CORRIDOR

The Stationmaster folds his communicator, casts a menacing glance in the direction of the airlock, then walks off in the other direction. We TRUCK IN on the airlock:

INT POTS - BRIDGE

Where Oon and Flora are gathered around Gillian. Brock hovers overhead and even the Zoggies listen attentatively. Jayce, in his command seat, is nearby as Herc enters the room.

(12) GILLIAN

-- and then Valroth made his greatest mistake.

(13) HERC

Okay, we're all set!

TWO-SHOT - FLORA, OON

Looking impatient, clearly interested in what Gillian's saying.

(14) FLORA

Ssssh! Gillian's telling us a story!

ON HERC

Throwing up his hands in surrender.

(15) HERC

Pardon me! I think I'll go out back  
and stick my face in the starboard engine.

WIDEN

As Herc starts to pass Jayce, who holds out a hand.

(16) JAYCE

Oh, come on. You might find this interesting.

(17) HERC

Bets, anyone?

But Herc stays, leaning up against the wall, arms folded.

WIDEN

Shooting past Herc to where Gillian stands before Oon and Flora, raising his arms and gesturing as he speaks. Brock dodges out of the way of Gillian's arms just in time.

(18) GILLIAN

As I was saying, Valroth was one of the  
Vizani, ancient, powerful beings. He  
was their weapons-maker.

He gestures, MAGICAL EFX swirl beside him, forming a  
window into the past. TRUCK IN on the scene: an  
open-air workshop where Valroth -- looking like an  
ancient Greek metalsmith -- works on a helmet. In the BG  
WE SEE a younger version of a rows of body-armor line  
the Wixcan (032064) working in front of wall.  
TRUCK IN further until it FILLS THE SCREEN under:

(19) GILLIAN

But his dream was to save people from  
dying in war. With his apprentice. He  
made suits of living armor that could fight  
man's wars for him, without loss of human life.

ANGLE ON VALROTH

Working away on his helmet, not noticing until too late that  
there are suddenly shadows looming over him. Shadows of armor.

(20) GILLIAN (VO)

But he did his job too well. His  
creations rebelled, and tried to  
destroy those he had hoped to protect.

Valroth sees them, and cowers back before them. They fill  
the screen, their backs to us.

ANOTHER ANGLE - HILL

Where suddenly appear the Vizani Supreme Council: ancient  
wizened, aesthetic-looking types in long white robes and  
carrying silver staffs, their faces unseen beneath hoods.  
(Note: we should be able to see, in an UPSHOT, a double-sun,  
one red, one pale yellow, and much smaller.) They point  
their staffs and fire bolts DOWN OS.

(21) GILLIAN

Fortunately, the Supreme Council of the  
Vizana discovered what was happening  
before the last suit of armor was finished.

REVERSE - ON SUITS OF ARMOR

Hit by the INCOMING RAYS they are melted down, dissolved, or  
turned to stone. PAN to the final helmet -- and it scowls.

(22) GILLIAN (VO)

They were able to destroy all but the  
final helmet, too powerful even for the  
Vizani to destroy it.

WIDEN - VIEWSCREEN

PULLING BACK to reveal Gillian and the entire bridge.

(23) GILLIAN

Legend says the helmet was hidden deep  
in vault of solid gold, and that  
whoever wears the Helmet of Valroth  
will become utterly invincible.

ON HERC, JAYCE

As Herc perks up, suddenly attentive.

(24) HERC

Did you say -- gold?

(25) JAYCE

Told you you'd find it interesting.

WIDE - INCLUDES ALL

As Gillian nods, starts toward Flora and Oon.

(26) GILLIAN

That is the legend. But I do not know where it is, and would advise anyone not to tamper with the helmet.

(27) OON

What happened to Valroth?

ON OON

As Gillian lays a hand on Oon's head as he passes.

(28) GILLIAN

He and his apprentice, Wixlan, turned thier efforts twoard creating the Eternal Squires, of which our Oon is a proud member -- as if you didn't know.

And Oon looks suitably proud of himself.

ANGLE ON DOOR

As Gillian passes Herc on the way out.

(29) GILLIAN

Now, if you'll excuse me, it's late, and I should be retiring to my bed..

DOLLY IN on Herc, very much lost in thought just now.

WIPE TO:

INT BRIDGE

Darker now, only a few consoles lit up. Jayce sits in his seat, lost in thought, as the door opens behind him, spilling light across him. He looks back over his shoulder.

(30) JAYCE

Still up, Herc?

WIDEN TO INCLUDE HERC

Who leans against Jayce's command seat.

(31) HERC

Yeah, and thinking about the same thing you are, I bet.

CLOSE - JAYCE

Who nods.

32 JAYCE

The helmet of Valroth. It could make a mighty weapon against Saw Boss, if it exists.

ON HERC

Looking momentarily crestfallen.

(33) HERC

Oh, that. I was thinking about the gold. Who cares about the helmet.

WIDEN

As Herc goes to a console, hits buttons that create a starmap display on the viewscreen.

(34) HERC

I think I know the system Gillian showed us. It's on our search pattern, we could stop by easy, look around --

ANOTHER ANGLE

As Jayce shakes his head, but doesn't look very adamant.

(35) JAYCE

I don't know -- Gillian seemed to think we should stay far away from it.

(36) HERC

We don't have to tell him. Until he wakes up, of course. By which time we can be there.

ANGLE ON JAYCE

Who stands, his mind made up, but still a bit uncertain.

(37) JAYCE

I guess it can't do any harm to look, since it's on our way. Set course, Herc.

ON HERC

Settling down behind his console and hitting the controls. Distant SFX of engines THRUMMING to life.

(38) HERC

You got it, kid!

EXT POTS

Engines roaring, it pulls away from the station, then WARPS.

INT STATION - OVERSHOULDER SHOT

As the Stationmaster looks out through the porthole, watching the POTS pull away. He looks down to where, in one hand, he holds an elaborate palm-sized computer. In the other, he holds the communicator, which he speaks into.

(39)

STATIONMASTER

Picking up their computer data, excellency. As soon as I decode it, you will know where they are going.

INT SAW BOSS'S HQ

Where Saw Boss, mounting the high stairs to his throne, sits.

(40) SAW BOSS

Good. We shall prepare a proper reception.

EXT SPACE

As the POTS zooms TOWARD CAMERA and angles off, toward a distant planet beneath the same binary sun we saw before.

(41) HERC (VO)

Destination straight ahead.

INT POTS

OVERSHOULDER on Jayce, favoring the viewscreen in BG, on which we SEE the image of the planet below. Everyone is at their assigned position except Gillian, who stands beside Jayce, looking very grave. Jayce turns toward him:

(42) GILLIAN

You should have awakened me before we came this far, my boy.

ON JAYCE

Looking from Gillian to the viewscreen and back.

(43) JAYCE

Gillian, if you feel strongly that we should go back -- we will.

ANGLE - GILLIAN

Who shakes his head. (Viewscreens visible in BG.)

(44) GILLIAN

When the first step has been taken, the journey must be finished -- to whatever end. Do as your conscience dictates.

RACK FOCUS on the viewscreen then:

MATCH CUT: PLANET

As the POTS shoots down through the clouds and upper atmosphere, gradually disappearing beneath the cover. Give it a beat, then PAN ACROSS to the atmospheric horizon, where an asteroid comes over the horizon. But when it turns and reveals a huge spy-camera that unfolds from within the stone structure, we realize that it's more than that.

## EXT PLANET - VALLEY

Where, firing retros, the POTS lowers into frame, landing on the rocky valley surface.

(45) OON (VO)

Well, we're here. Wherever here is.

## INT POTS - BRIDGE

As Jayce stands, turns, and heads for the pneumatic tubes.

(46) JAYCE

Flora, you man the Battle Base. The rest of you, with me.

And the rest, except Flora, follow Jayce into the tubes as she, Brock and the Zoggies watch.

## ANGLE ON POTS

As the Battle Base lowers down off the POTS and rolls away.

## ANOTHER ANGLE

Drill Sergeant (Gillian), Armed Force (Jayce, Oon), and Quick Draw (Herc) exit the Battle Base, moving to just ahead of it.

## INT DRILL SERGEANT

As Jayce operates the controls, Oon looking through the canopy just behind him.

(47) JAYCE

Okay, Herc -- where to now?

(48) HERC (VO)

I, uh, I thought you might know.

And Jayce hits the brakes, the vehicle stops.

## ON OON

Looking around as the canopy opens.

(49) OON

Does this mean we can go home now?

## ANGLE ON VEHICLES

Coming to a stop not far in front of Battle Base which, in turn, is not far from the POTS. Drill Sergeant's canopy also opens, and Quick Draw's window opens.

(50) JAYCE

I thought you said you knew where it was.

(51) HERC

I said I knew where the planet was.

TWO SHOT - GILLIAN, JAYCE

As Jayce turns to him.

(52) JAYCE

(hopefully)

Gillian . . . ?

(53) GILLIAN

If you are destined to find the helmet,  
you will find it. If not, you will not.

ON HERC

Who puts his feet up on the edge of the window.

(54) HERC

Oh, well, that's certainly a help.

Then, suddenly, the whole place begins to SHAKE.

INT BATTLE BASE

Flora looks around at dials that are starting to go crazy.  
Brock flits nervously back and forth while the Zoggies  
fearfully scoot under a seat.

(55) FLORA

Jayce! We're getting some kind of quake!

ANGLE - QUICK DRAW

As Herc is bounced into his seat, the window snapping closed.

(56) HERC

We noticed, weed! We noticed!

DOWNSHOT - GROUND

As suddenly the ground splits open, the crack racing toward  
the three vehicles and growing into a chasm.

(57) JAYCE

The ground's opening! Everyone, back  
to the ship!

ANOTHER ANGLE

As the three vehicles start to turn -- too late. They  
plummet down into the chasm.

(58) HERC

Too late!

(59) OON

Aaaaaaaaiiiigggghhh!

INT BATTLE BASE

As Flora leaps to her feet, seeing the vehicles fall into the chasm on the viewscreen. Brock flits nervously about making SQUEAKING NOISES.

(60) FLORA

No!

INT CHASM

Winding, with ledges, as the vehicles bounce and rumble their way down the steep incline, only marginally under control.

(61) JAYCE

Hang on, Oon!

INT ARMED FORCE

Showing Oon being bounced into his component parts.

(62) OON

Hang on? To what?

And his hands, bounced off him, land on his head. He looks at them with despair.

(63) OON (cont'd)

With what?

ANGLE - BOTTOM OF CHASM

As the three vehicles plummet down INTO FRAME, Quick Draw and Drill Sergeant landing more or less right-side up, Armed Force landing on its side, all with a terrific CRASH!

INT QUICK DRAW

Where Herc holds his head, shakes it woozily.

(64) HERC

Oh, my head. Everybody okay?

INT DRILL SERGEANT

Gillian dusts himself off, as dignified as circumstances permit.

(65) GILLIAN

I've had better days, but I'm all right.

ANGLE - ARMED FORCE

As Jayce uses the Armed Force arm to press against the ground and right the vehicle.

(66) JAYCE

We're okay here.

ANGLE - HERC

Who looks around at the surrounding area -- which should be one long, underground passage.

(67) HERC

Yeah, well, I wasn't worried. I --  
Hey! Look at that!

ON WALL

Where we SEE several wall paintings of armor identical to those we saw earlier created by Valroth.

(68) HERC

This is the place! I knew we'd find it!

ANOTHER ANGLE

RACK FOCUS back from the wall to where Gillian looks away from the drawings.

(69) GILLIAN

The question is whether we're finding the helmet, or the helmet is finding us.

ON HERC

Who shoots the window back up into position, looking grumpy.

(70) HERC

Try the spook-routine on someone else,  
Gillian -- I'm going for the gold!

And ZOOM! he takes off.

INT ARMED FORCE

Where Jayce has various parts of Oon in his lap, Oon's head included, as Herc races past.

(71) OON

C-can you put me together and drive at the same time, Master? This is embarrassing.

(72) JAYCE

I can try, Oon.

CLOSE - JAYCE

Starting up the engine, looking worried.

(73) JAYCE

I just hope we're doing the right thing.

And he drives OUT OF FRAME.

WIPE TO:

EXT SAW BOSS'S HQ

TRUCKING IN under:

(74) SAW BOSS (VO)

They have separated. Excellent!

INT. SAW BOSS'S HQ

Gun Grinner and Terror Tank stand beside Saw Boss's throne.

(75) SAW BOSS

Perfect for an attack. Launch vines!

(76) GUN GRINNER

As you command, excellency.

And he reaches for a control

EXT SPACE - ASTEROID

As a panel on the asteroid-cum-spy satellite opens and a collection of vines shoot down toward the planet.

ANGLE - OPEN FIELD

On the other side of the hill-bordered valley in which the POTS rests. The vines land, begin to grow into blossoms/brains.

INT UNDERGROUND PASSAGE

As Armed Force, Quick Draw and Drill Sergeant whip around a corner TOWARD and PAST CAMERA, shooting by the huge paintings that line the several-stories-high walls. The ground should slant downward slightly.

(77) HERC

We're getting closer -- I can feel it!

INT QUICK DRAW

As Herc looks almost ecstatic.

(78) HERC

I'll get the Pride fixed up like new!  
Then I'll buy another ship -- two  
ships! A whole fleet! A great big --

INT HUGE CAVERN

The LL vehicles come screeching around the corner and stop.

(79) HERC (cont'd)  
(crestfallen)

. . . armada . . .

REVERSE ANGLE

And the place is utterly huge. Stone walls in exotic formations rise up nearly as high as the eye can see. In the center of this vastness, speared in a single shaft of light that shoots down from a high opening, is a rough-hewn crystal latticework structure. Suspended in this is the helmet of Valroth that we saw earlier. It looks a bit tarnished by age, but it's definitely the same helmet. Elsewhere the cavern is empty of anything -- gold included.

(80) JAYCE

We found it! The helmet of Valroth!

ON ARMED FORCE

As Jayce pops the canopy and races OS. Oon looks around climbs out as Drill Sergeant comes to a rolling stop nearby.

(81) OON

Yayyy! That's great, isn't it, Gillian?

CLOSE ON GILLIAN

Very sober. He knows, or suspects, something we don't know. He glances from Oon to where Jayce is heading for the helmet -- and he shakes his head. RACK FOCUS on Jayce.

(82) GILLIAN

I hope so, Oon. Dealing with ancient secrets is always a dangerous business.

(83) HERC (OS)

Secrets, shmecrets -- WHERE'S MY GOLD?

ON HERC

Looking under rocks and behind boulders, most unhappy.

(84) HERC

The legend wasn't true! None of it!

(85) JAYCE (VO)

Not quite, Herc.

ANGLE - JAYCE, LATTICEWORK

Jayce stops just in front of the crystal latticework, looking up to the helmet suspended just above and in front of him.

(86) JAYCE

The helmet's here, just as the legend said. Could it really be a powerful weapon against Saw Boss?

ON GILLIAN

Who steps out of Drill Sergeant, starts toward Jayce.

(87) GILLIAN

It can be many things, depending on who wears it.

ANGLE - JAYCE

Inspecting the latticework. He reaches toward it.

(88) JAYCE

How do I open this thing?

ANOTHER ANGLE

Then, abruptly, with a tremendous SHUDDER, the latticework opens, unfolds -- revealing the helmet suspended in the light at its center. Jayce looks suitably amazed.

(89) JAYCE

Why, it's as if -- as if it was waiting for me!

And he reaches in, takes the helmet.

OVERSHOULDER SHOT - JAYCE

SHOOTING toward the helmet in his hands. PUSH IN on the helmet, into one of the empty eye-holes and THROUGH to darkness.

(90) JAYCE

I -- I can see things in it! I see -- trouble!

Then we SEE the Monster Minds that landed earlier in the open field. They finish the transformation from brains to vehicles and roar TOWARD CAMERA.

CLOSE - JAYCE

Suddenly starting up from his gaze.

(91) JAYCE  
Monster Minds!

INT BATTLE BASE - CLOSE ON FLORA

As suddenly she touches fingers to temple. TELEPATHIC EFX.  
She reaches for a transmitter.

(92) FLORA  
Jayce! The Monster Minds are here! I  
can feel them!

As the Zoggies run and hide under a seat again:

(93) JAYCE (VO/radio)  
Then it was true! Quick, Flora, get  
back to the Pride, sit tight until we  
get back! Lightning Strikes!

And she grabs for the controls as, on the viewscreen, we SEE  
the Monster Minds approaching. CAMERA RUMBLES.

EXT BATTLE BASE

The rumbling is Battle Base as it climbs back onto the POTS.  
PAN ACROSS to where the Monster Minds are coming over the  
overlooking hill in far BG like an angry wave.

INT UNDERGROUND CAVERN

Where Jayce starts to turn back toward the LL vehicles, the  
helmet in hand, Gillian at his side. For a moment, it looks  
as if he's going to put it on.

(94) JAYCE  
Perhaps I should --

(95) GILLIAN  
Not yet. We need time to study it.

They exchange a glance, and Jayce lowers the helmet, nods.

WIDEN - INCLUDES ALL

As, Jayce leading the way, they race toward their vehicles.

(96) JAYCE  
All right, everyone -- let's go!

## ANGLE ON LATTICEWORK

Shooting through the crystal latticework to the vehicles, as they roar out of the cavern and back into the passages.

## EXT POTS

Monster Minds crash through the foliage in BG, toward the POTS. The Battle Base is again the bridge on the POTS.

## INT POTS BRIDGE - FLORA

Hitting buttons, pushing levers, a blur of activity.

(97) FLORA

One of these has got to do something!

## ANGLE ON POTS

As several of the external weapons swivel and FIRE rays --

ON GUN TROOPER, TERROR TROOPER

As a laser shreds a tread on the Gun Grinner, causing it to go out of control, smashing into the Terror Trooper.

## REAR OF POTS - ENGINES

As a Saw Trooper and Gun Trooper slip through the foliage and approach the aft engines, creeping forward.

## REVERSE ANGLE - ENGINES

PULL BACK to reveal we are seeing this on Saw Boss's brain.

(98) SAW BOSS

Yes, that's it. The engines. Their weak spot.

## INT POTS - FLORA

Shifting images on the viewscreen -- revealing the Monster Minds now racing toward the engines.

(99) FLORA

Oh, no!

And she slams a lever forward.

## ON ENGINES

The Saw Trooper cutting into the engine as the Gun Trooper blows holes in it with its guns. Suddenly the engines flare to life, whipping them 'way up and OUT OF FRAME to a crash.

WIDE - POTS

As Armed Force, Quick Draw and Drill Sergeant race PAST CAMERA and toward the POTS in the distance. We SEE other Monster Minds closing on the ship.

(100) HERC

The Pride! They've disabled the Pride!?

ON LL VEHICLES

As suddenly a pair of Terror Troopers burst forth from the surrounding line of trees. They plow into Quick Draw, sending it for a spin, and Armed Force, which is knocked OS.

(101) OON

Masterrrrrrr!

WIDE - ARMED FORCE

Tumbling over and over. The canopy pops, spilling Jayce and Oon out onto the ground. The helmet of Valroth lands beside Jayce. Suddenly, a line of Monster Minds -- including a Saw Trooper -- move into FG, advancing slowly on Jayce and Oon.

(102) SAW TROOPER

We have them! Destroy the root!

ON GILLIAN - INT DRILL SERGEANT

Looking shocked.

(103) GILLIAN

Jayce!

TWO-SHOT - JAYCE, OON

Crawling backwards, the shadow of the Monster Minds advancing.

(104) OON

Wh-what do we do now?

(105) JAYCE

Just one thing to do, we --

Then his eye is caught by the helmet beside him. It GLOWS. TRUCK in on it UNDER the dark voice of the Other, on HEAVY REVERB. A voice of age, of power, impatient to live again.

(106) THE OTHER (VO)

Yes! Hurry! Hurry!

ANOTHER ANGLE

As, almost trance-like, the Monster Minds closing in BG, Jayce picks up the helmet and puts it on. (It should cover his entire face and neck.) Suddenly his entire body glows,

and tenses, as though undergoing a galvanic shock. He spins to face the Monster Minds, an accusatory finger outstretched. (NOTE: when Jayce speaks with the helmet, unless otherwise indicated there should be a mix of his voice and the Other.)

(P7) JAYCE/OTHER  
You dare to threaten me?!

And suddenly terrific bolts of pure, sizzling energy come crackling out of his hands, shooting OS.

ON MONSTER MINDS

Hit by the bolts, they sizzle and DISSOLVE with a terrible, crackling sound.

WIDE - POTS

As the other attacking Monster Minds surrounding the ship get the same treatment -- dissolving into their component molecules as they are struck by the incoming energy bolts.

INT QUICK DRAW - HERC

Looking suitably impressed.

(P8) HERC  
. . . . wow!

ON DRILL SERGEANT

As Gillian pops the canopy and rushes toward Jayce --

WIDE - JAYCE, OON

-- Gillian ENTERS FRAME, stopping beside Jayce, his face urgent.

(P9) GILLIAN  
The helmet, Jayce! You must remove the helmet, quickly!

(P10) JAYCE/THE OTHER  
But why? I -- very well.

ON JAYCE

As he removes the helmet -- and looks quite normal underneath.

(P11) JAYCE  
There. I really don't know what you were so concerned about, Gillian.

ON OON

Whose visor clatters open, and he points a frightened finger, trembling all over

(112) OON  
(cry of fear)

OON'S POV

Almost a fisheye perspective as Jayce turns, looks squarely INTO CAMERA -- and SUPERIMPOSED over his face is the face of the Other. (NOTE: we should get the clear impression that this is something only Oon is seeing.) The Other is horrific in appearance -- shriveled, hollow-eyed, dark, malign.

(113) JAYCE  
Oon? What is it? What's wrong?

And mid-way through this, his face changes, the visage of the other disappears. Only ordinary Jayce stands before us.

WIDEN - JAYCE, OON, GILLIAN

As Oon rubs his eyes, uncertain.

(114) OON  
I -- I saw something! At least, I thought I did.

ANOTHER ANGLE - INCLUDE ALL THREE

As Jayce tucks the helmet under his arm.

(115) JAYCE  
I'm sure it was nothing. I don't see what everyone's so upset about. After all, it looks like we just found the perfect weapons against Saw Boss.

ANOTHER ANGLE

As, smiling, Jayce heads away for the POTS. Gillian and Oon stand closer. Oon looks up at Gillian, then toward Jayce.

(116) OON  
I saw something . . . I think.

(117) GILLIAN  
I believe you, Oon.

REVERSE - OVERSHOULDER SHOT

SHOOTING PAST Gillian and Oon to where Jayce strolls happily toward the POTS.

(118) GILLIAN  
And I fear that something may be terribly, terribly wrong.

FADE OUT:

END ACT ONE

ACT TWO

FADE IN:

EXT SAW BOSS'S HQ

TRUCK IN under:

(119) SAW BOSS (VO)  
 How many of our troopers remain?

INT SAW BOSS'S HQ

Where, sitting atop his throne, Saw Boss addresses an incoming Gun Grinner.

(120) GUN GRINNER  
 Enough for one more attack, excellency.

CLOSE - SAW BOSS

Nodding, looking intense.

(121) SAW BOSS  
 Then we must press the advantage while their ship is disabled. We must destroy them while they are stranded on the planet.

ON GUN GRINNER

Listening attentively to:

(122) SAW BOSS (OS)  
 Give the order. We attack at dawn.

(123) GUN GRINNER  
 Yes, excellency.

And the Gun Grinner bows, turns and heads OS.

EXT POTS - NIGHT

TRUCK IN on the silent vessel -- just briefly -- then

INT POTS - CORRIDOR - JAYCE'S ROOM

PANNING along the dimly-lit corridor until we reach Jayce's room. We slip inside, to where Jayce lay on his bed, asleep but just barely -- he tosses and turns, restless. The helmet rests on a nearby locker. Its eyes suddenly begin to glow.

(124) THE OTHER (VO)  
 (softly)  
 I am here -- I wait.

CLOSE - HELMET

Looking almost alive, the eye-slits glowing, pulsing.

(125) THE OTHER (VO/cont'd)

I am the Power! The power to do, the power to be! I am yours -- and you are mine.

ON JAYCE

He stirs again, then sits up. He has the look of a sleepwalker about him.

(126) THE OTHER (OS)

Destiny brought us together, to this place. Once I have your body, I can rule the galaxy, take my revenge!

And Jayce stands, heads almost in a trance toward the helmet.

ANOTHER ANGLE - INCLUDES HELMET

As Jayce stands before the helmet, hesitates even in his sleep, then reaches for it.

(127) THE OTHER

Yes, YES! Even in sleep, you know what you must do! Join us -- now!

With that, Jayce picks up the helmet and slips it over his head. Immediately he begins to GLOW.

EXT JAYCE'S ROOM

As Oon comes out of his room, yawns, and starts past Jayce's room -- only to HEAR:

(128) THE OTHER (OS)

Just a little longer, and we will be one!

(129) OON

Master?

And Oon goes to Jayce's door, looks in.

OVERSHOULDER SHOT - OON

Jayce removes the helmet, puts it down, and turns around to face Oon -- and his face is that of the Other.

(130) JAYCE/THE OTHER

How dare you interrupt me?!

Oon backs up, scared, as Jayce/the Other approaches.

(131) OON

I -- I --

ON JAYCE

Suddenly stopping. He sways, hand to face, as if coming out of some deep sleep. The other face disappears. Jayce looks up, focuses on Oon.

(132) JAYCE

Oon, what are you doing up at this time of night?

(133) OON

I -- I was just getting something to drink. Are you -- all right, Master?

ANGLE - INCLUDES OON

As Jayce turns and heads back toward his cot.

(134) JAYCE

Never better. Now, you'd best get some sleep, little friend -- we've got a lot of work ahead of us tomorrow.

ANOTHER ANGLE - INCLUDES HELMET

Oon rubs his eyes, shrugs, and starts out of the room, casting a sidelong glance at the helmet -- whose eyes BRIEFLY glow at him, almost as if mocking him. Oon bolts outside.

INT CORRIDOR

Where Oon emerges, looks around, antics --

(135) OON

(quiet panic)

Ohhhh.....

-- and ZIPS down the corridor.

INT JAYCE'S ROOM - HELMET

TRUCK IN as the helmet's face seems almost to smile.

(136) THE OTHER (VO)

(softly/laughing)

Too late, little fool! Too late!

EXT POTS - DAY

It's early. Light is just breaking on the horizon.

Jayce is working at the engines. PULL BACK and PAN to the entrance where Herc stands, then goes back inside.

INT POTS - BRIDGE

Where Oon is addressing Gillian and Flora (who is petting the hovering Brock) as Herc ENTERS.

(137) OON

-- and it wasn't his face any more. It was something -- frightening.

(138) FLORA

What could it be, Gillian?

ON HERC

Leaning up against a wall, only vaguely concerned.

(139) HERC

It could be that rust-bucket here's lost one too many bolts. His brain's leaking out. Jayce looks fine to me.

ON GILLIAN

Who shakes his head, looking very concerned.

(140) GILLIAN

No, Herc. As an Eternal Squire, Oon's senses are tuned to his master.

ON OON, FLORA

Looking downcast. Flora puts an arm on his shoulder.

(141) GILLIAN (OS)

And his senses tell him if something is not as it appears to us. If he saw another face, I believe him.

(142) OON

But, what do we do?

(143) JAYCE (OS)

Do about what, Oon?

WIDEN

As Jayce, wiping his hands, ENTERS smiling. He nods to Herc.

(144) JAYCE

Engine's about ready for testing.  
What's the problem up here?

ANGLE - FAVORING GILLIAN

Who steps toward Jayce.

(145) GILLIAN

Jayce, I have been looking into the history of the helmet we found. It may be a thing of considerable evil.

(146) JAYCE

I don't understand. It helped us beat SAW Boss, didn't it?

ON GILLIAN

Who nods.

(147) GILLIAN

Only because it let us. There is a price, Jayce. I fear it may demand you -- your body -- as payment.

ANGLE - INCLUDES FLORA

Who rushes up beside Gillian, looking concerned.

(148) FLORA

It's true, Jayce. Listen to Gillian. We're all worried about you.

TWO-SHOT - JAYCE, OON

As Oon reaches up, touches Jayce's arm.

(149) OON

Last night, when you yelled at me, I knew something was wrong. My Master would never do that.

And Jayce lay a hand on Oon's helmet.

(150) JAYCE

I don't even remember it. But I believe you -- and I would never raise my voice to you. Ever.

ANGLE - GILLIAN

Stepping closer to Jayce.

(151) GILLIAN

Precisely. You wouldn't. But the Other, the power that lives in the helmet, would. It could do far worse.

ON JAYCE

Eyes down, thinking this over, then looks up, his mind made up.

(152) JAYCE

If you're sure, Gillian, that's good enough for me. The helmet's going right back where we found it.

WIDE - INCLUDES ALL

As Gillian, smiling, claps Jayce on both shoulders.

(153) GILLIAN

Yes, my boy! Yes! Where it can never harm anyone else. Now, hurry -- get it.

Nodding, Jayce heads out of the bridge, passing Herc.

ON HERC

Who shakes his head, looks to Gillian.

(154) HERC

There's always a catch to getting power, isn't there?

(155) GILLIAN

Only when you try to take the easy route. Nothing worth having comes easy.

EXT SAW BOSS HQ

TRUCK IN under:

(156) GUN GRINNER (VO)

Our troops are in position, excellency.

INT HQ

As Saw Boss turns in his throne, looks down to the Gun Grinner.

(157) SAW BOSS

Then launch the attack. Destroy the ship -- and everyone and everything inside.

EXT HILL

Where the remaining Monster Minds are gathered. At first dormant, suddenly they rear back, and speed off into the distance, toward the POTS visible in the BG. PAN ACROSS the tops of the trees toward and into the POTS.

INT POTS - JAYCE'S ROOM

As Jayce enters the room, stops in front of the helmet. He picks it up and holds it in his hands. It gazes up mockingly.

(158) THE OTHER (VO)  
 (quiet, mocking laughter)  
 -- as I need you!

ON JAYCE

Eyes wide, almost entranced by the glowing helmet, looking at it like an animal gazes into the eyes of a cobra about to strike.

(159) JAYCE  
 Gillian was right! You are alive!

ON HELMET

Almost sneering. Its eyes pulsate as it speaks.

(160) THE OTHER  
 The information will do you no good.  
 You need me -- NOW!

WIDEN

As suddenly ALARMS and CLAXONS scream throughout the ship, and we HEAR Herc's voice on the PA:

(161) HERC  
 (over PA)  
 Kid, get up here! Monster Minds!  
 We're under attack!

And Jayce, tucking the helmet under his arm automatically, races out of the room.

EXT POTS - LONG SHOT

The attacking, assorted Monster Minds race THROUGH FRAME and down, toward the ship.

ON POTS

As the LIGHTNING LEAGUE vehicles shoot down the ramp: Armed Force (Jayce, Oon), Quick Draw (Herc), and Fling-Shot (remote-control)

INT ARMED FORCE

Jayce at the controls, Oon clinging to the back seat.

(162) JAYCE  
 Take the point! Flying wedge  
 -- protect the ship at all costs!

ON OON

Looking around nervously.

(162) OON

B-but who's going to protect us?

DOWNSHOT - JAYCE'S FEET

Where the Helmet sits at Jayce's feet.

(163) THE OTHER  
(quietly)

Who, indeed?

ANGLE - LL VEHICLES

As Fling Shot speeds between the other two vehicles, forming a tight triangle, with Fling Shot as point.

(164) JAYCE (VO)  
Fling Shot -- fire! Lightning, STRIKES!

ON FLING SHOT

As one of its energy discs shoots down into position, and BLASTS away, spinning toward the Monster Minds.

(165) FLING SHOT  
Command acknowledged.

WIDE - MONSTER MINDS

Splitting into two groups -- one large, the other small -- as the energy disk careens INTO FRAME, slicing through the wheels of two of the attackers, and slams into a third, which tumbles out of control, rolling end over end.

INT. QUICK DRAW

As Herc looks anxiously out the window.

(166) HERC  
They're splitting up!

(167) JAYCE (VO)  
You and Fling Shot pick up the stragglers, Herc.

INT ARMED FORCE

As Jayce guns the engines --

(168) JAYCE (cont'd)  
I'll take the main force.

WIDEN

Herc and Fling Shot angle off after the smaller group of Monster Minds, while Armed Force turns and goes after the rest.

ANGLE - POTS

Firing its weapons at the approaching Monster Minds.

(169) FLORA (VO)  
We can't hold them off much longer.

INT POTS - BRIDGE

Where Flora is pushing buttons frantically, Gillian watching the screen that displays Jayce and Herc in battle.

(170) GILLIAN  
We must try. We have a job to finish.

ANGLE - ARMED FORCE, K. O. TROOPERS

Where Armed Force speeds after two K. O. Troopers, coming up between them, roaring ahead at top speed.

ANGLE - K. O. TROOPER

Grinning lopsidedly. It glances to where Armed Force is closing the gap, about to come in front of them --

(171) K. O. TROOPER  
We have him! NOW!

WIDEN

As suddenly the two K. O.s swerve inward, forming a barricade in front of Armed Force, clubs at the ready.

(172) OON  
Aaaaiigghh! It's a trap!

INT ARMED FORCE

As Jayce hits the brakes, grabs the controls.

(173) JAYCE  
Hang on!

ANGLE - K. O.s, ARMED FORCE

Armed Force skids, slams into one Trooper, two of its side wheels ending up off the ground. It and the Trooper are locked together. The other Trooper raises its club --

ANOTHER ANGLE

Armed Force's arm shoots up, grabbing the club before it can strike. There's a terrific struggle, and abruptly the Trooper is thrown OUT OF FRAME.

ON ARMED FORCE, TROOPER

Still trying to work their way free of one another, wheels spinning, motors racing. Its club swings frantically, trying to get a clear blow at the canopy.

(174) JAYCE  
(with effort)  
We're -- stuck!

INT ARMED FORCE

Jayce pops the canopy, climbs out, ducking the club, which swings dangerously close.

(175) JAYCE  
Wait here, Oon!  
(176) OON  
Wh-where else would I go?

ANOTHER ANGLE

Jayce leapfrogs a club-swing, does a tuck and roll, gets to one of the projectile-firing weapons on Armed Force. He pulls it free, rolls out of the way of another club-swing to --

BETWEEN THE TWO VEHICLES

Where they're joined, metal twisted between them, knotted. Jayce brings the weapon to his shoulder --

(177) JAYCE  
Just one chance --

UPSHOT - CLUB

About to knock Jayce into next Tuesday.

WIDE - JAYCE

Firing the weapon into the gap between them. There's a BLAST that blows the K. O. OS, and knocks Jayce OUT OF FRAME as well. Armed Force settles down onto all four wheels.

ON QUICK DRAW, MONSTER MINDS

Its laser cutting through a high tree that falls on the few remaining Monster Minds he's been fighting. We can SEE him look back toward Jayce's position.

(178) HERC  
Kid! You okay?

LONG SHOT - JAYCE

Still gripping the weapon, caught in a narrow gap between two boulders where the blast threw him. He struggles to get free as a Terror Trooper looms INTO FRAME in FG. Jayce looks up at it.

(179) JAYCE

I'll let you know.

CLOSE - TERROR TROOPER

Grinning nastily. It lowers its head, charges FORWARD.

ON JAYCE

Pinned, struggling to get the weapon high enough --

THE TROOPER

Racing toward Jayce full-throttle.

CLOSE - JAYCE

Sighting down the weapon, sweat beading his brow. Suddenly he aims DOWN and FIRES at the ground.

ON GROUND

Hit by the projectile. A terrific EXPLOSION rips a hole in the ground that ribbons out, growing --

WIDEN

As the Terror Trooper hits the brakes, too late. It skids, falls over the edge of the widening chasm, and plummets down.

ON JAYCE

Whose smile turns to dismay as he looks OS:

(180) JAYCE

Uh, oh . . . .

HIS POV

Of the opening in the ground racing his way, as well.

ANGLE - JAYCE

Everything shaking all around him. The boulders rattle, and drop away as the ground opens up beneath him. He leaps/falls, clinging to the side of the chasm --

ON LIP OF CHASM

Nothing. Then: slowly, painfully, Jayce climbs INTO FRAME.

(181) JAYCE

(utterly exhausted)

There's gotta be -- a better way -- to do this.

ANGLE - ARMED FORCE

Where Jayce makes his way to the open canopy, looking shaky from the exertion, and leans inside the canopy.

INT ARMED FORCE

As Oon leaps for joy, and Jayce leans on the vehicle.

(182) OON

We did it, Master! That was the last of them! Are you all right?

(183) JAYCE

(exhausted)

Fine, Oon, just -- tired. Real tired.

DOWNSHOT - ARMED FORCE FLOOR

Where the helmet's eyes GLOW malignly.

(184) THE OTHER

And too tired to resist any longer!

With that, the whole helmet glows, and raises off the floor!

ON JAYCE

As the helmet rises, looks into his tired eyes. It should be clear from what we're seeing that the helmet is influencing him.

(185) THE OTHER

I have waited thousands of years for this moment! I SHALL NOT BE DENIED!

Its glow covers Jayce -- who reaches for it, puts it on.

ON OON

Frantic, worried, panicked, reaching for the helmet, too high.

(186) OON

No, Master! Don't do it!

WIDEN

And it's too late. Jayce has the helmet on. He GLOWS.

ANOTHER ANGLE

As a bolt of lightning sparks down from the sky and slams right into Jayce -- and when the brilliance clears, Jayce stands there no longer. Only his ring is still visible. (Well, it is metal, after all.) This is a creature of metal armor, tall and lethal looking -- the shell that encases Jayce. This is the Other fulfilled. He looks with pride on his body.

(187) THE OTHER

At last! Let comets whirl, let madness rule -- I AM FREE! No one can stop me!

(188) OON (OS)

M-maybe. M-maybe not!

And the Other turns toward the sound of the unseen voice.

ON-ARMED FORCE CANOPY

Nothing -- then, tremulously, Oon sticks his head up over the edge of the canopy, clutching his lance for all he's worth, rattling enough to set off car alarms in three states.

(189) THE OTHER (OS)

(disbelief)

You? Threaten -- me?  
(laughter)

And to Oon, this ridicule may be even worse than an attack. For a second, it looks like he may actually try something.

INT POTS - BRIDGE

Gillian and Flora see this on the viewscreen -- and Gillian rushes for the door.

(190) GILLIAN

I must go to him -- quickly, or all will be lost.

ON THE OTHER

The expression of amusement changes to something deadlier. It clearly intends to make an example of Oon.

(191) THE OTHER

You and all the Eternal Squires are only pale imitations of what we would have been. You should be melted down as scrap!

ANGLE - OON

Raising his lance in a futile effort at self-defense as the Other's hand -- the one with Jayce's ring -- ENTERS FRAME. Suddenly the ring GLOWS. The arm stops. Jayce's voice begins to surface in:

(192) JAYCE/THE OTHER

No -- no, I cannot!

ANGLE ON THE OTHER

Raising its hands, looking at them as if they were strangers.

(193) JAYCE (VO)

Oon is my -- my friend. I can't hurt him.

And the body trembles violently. Power-surges arc all over it. There is clearly an internal struggle taking place.

ANGLE - OON, ARMED FORCE

As Gillian ENTERS FRAME, joining Oon.

(194) GILLIAN

Fight it, Jayce! Call upon the ring!  
It will respond only to your thoughts!

ON THE OTHER

Raising the fist with the ring toward its faceplate. The armor shakes violently. Power surges arc more furiously around it.

(195) JAYCE

(great difficulty)  
Ring -- of light -- MAGIC MIGHT!

And from the ring there erupts such a sound and fury as we have rarely seen before. It is a small tornado that leaps out like a thing alive and swarms over the armed figure. It lifts the figure into the air, caught in the whirlwind.

(196) JAYCE/THE OTHER

Aaaarrghhh!

UPSHOT

As one power-blast after another strikes the armor, coming out of the whirlwind like lightning from stormclouds. It's battering the armor -- and with a sudden FLASH, they split! There are now two figures floating in the whirlwind: Jayce, and the Other, its armor complete. They fall DOWN OS:

WIDE - GROUND

As both Jayce and the Other make their way to their feet.

(197) THE OTHER

You thought to defeat me -- but you have made me stronger! I no longer need you! I am whole at last!

## ANGLE - THE OTHER

Pointing a threatening finger at Jayce as he joins Gillian and Oon. Flora and Herc come up from behind, join them.

(198) JAYCE

We'll fight you --

(199) THE OTHER

With what? I have more power in one finger --

## MEDIUM - THE OTHER

Suddenly the metal hand that's doing the pointing falls off.

(200) THE OTHER

(stunned beyond words)

What -- what's happening?!

## WIDEN TO INCLUDE ALL

As next the Other's metal, armored arm falls off to the elbow. Then the other arm loosens, falls.

(201) FLORA

I don't understand.

(202) GILLIAN

It's what Valroth understood all those years ago. Armor is only a weapon -- and a weapon is useless without someone to use it, someone inside.

## ANGLE - THE OTHER

Just going to pieces UNDER:

(203) GILLIAN (OS)

It thought it needed no one -- and that was its greatest mistake.

(204) THE OTHER

No! It's not fair! It's not --

BOOM! there's a flash. When the light clears, the only thing remaining is the helmet, as before, lying on the dirt.

## ANOTHER ANGLE

As Jayce approaches the helmet, kneels, picks it up. The rest watch curiously, cautiously.

(205) OON

Careful, Master!

(206) HERC

Kid? You all right?

ON JAYCE

Holding the helmet in his hands, his face neutral. The helmet's eyes pulsate weakly, fading as the voice does:

(207) THE OTHER

(fading fast)

Help me, help me, help me ....

Jayce speaks to no one in particular, his face firm:

(208) JAYCE

(firmly)

We'll put this thing back -- and then  
let's get out of here.

WIPE TO:

INT. UNDERGROUND CHAMBER

Where the helmet was first found. Jayce puts the helmet back in its latticework prison -- which closes around it again. We SEE Herc approaching Jayce in BG, wires in hand, as Jayce whispers to the helmet:

(209) JAYCE

You were waiting for me. And now  
you'll wait for the next one. But  
there won't be any more.

ANOTHER ANGLE

as Herc comes alongside Jayce.

(210) HERC

The charges are all set, kid. You  
ready?

(211) JAYCE

Yeah. Let's go.

EXT. CHAMBER - PASSAGES

Armed Force and Spike Trike await. Jayce climbs into Armed Force, Herc lingers for a moment by the wall, looks back.

(212) HERC

To think I was dumb enough to really  
believe that the helmet was in a vault  
of gold. Hah! Let's blow this joint.

And he presses a hand-held detonator. A light on the detonator begins to flash, faster and faster.

CLOSER - HERC

Turning back toward his vehicle, he brushes against the wall. He looks at the wall to see where he brushed the layers of centuries-old dirt off the wall -- revealing solid gold.

(213) HERC

Oh, no! It can't be!

And he scrapes frantically at the wall, revealing the gold.

(214) HERC

(frantic)

I was looking for a vault of gold  
inside the cavern! But the walls are  
gold! Tons of it! Everywhere!

WIDEN

As Herc drops the quickly-flashing detonator. We HEAR a rumble from somewhere. Jayce looks around.

(215) JAYCE

Herc, there's no time! We have to get out before the place blows!

(216) HERC

Not yet! Not yet! You can't do this to me!

ON JAYCE

Raising his voice transmitter. The RUMBLE increases.

(217) JAYCE

I hate to do this, Herc -- but it's for your own good. Spike Trike, round-up!

ANGLE ON SPIKE TRIKE

Suddenly roaring to life, it races OS UNDER:

(218) SPIKE TRIKE

Command acknowledged.

WIDE - HERC

Still scrabbling at the solid gold wall as Spike Trike comes up behind him, its arm almost touching the ground. It scoots the arm under Herc, bouncing him into the seat. It takes off.

(G9) HERC

What the -- hey! PUT ME DOWN! My gold!

INT. PASSAGE

As Herc, pained, looks back over his shoulder.

(G20) HERC

(resignedly)

The universe hates me. That's gotta be it.

LONG SHOT - SPIKE TRIKE, ARMED FORCE

Racing out of the entrance to the cavern as the cavern erupts out in a terrific EXPLOSION that brings the roof and walls down, the whole passage collapsing.

DISSOLVE TO:

EXT POTS

Taking off from its landing area, blasting toward space.

INT POTS - BRIDGE

Everyone's at his/her assigned posts. On the viewscreen we can SEE the planet retreating beneath them.

(G21) HERC

Okay, kid -- what's our next stop?

TWO-SHOT - JAYCE, GILLIAN

Who exchange a friendly, conspiritorial glance.

(G22) JAYCE

(putting him on)

Well, ah, Gillian was telling me this legend, you see --

ANGLE - OON, FLORA

Who exchange a look, and smile, catching on.

(G23) FLORA

Right, all about a mountain of gold --

(G24) OON

But it's at the bottom of a monster's lair, of course.

ON HERC

Who shakes his head, putting his feet up on the console.

(G25) HERC

Forget it. I'm off legends -- permanently.

TIGHTEN

As Herc's lips tighten, he closes one eye, squints over at the others through the other eye.

(226) HERC

Well -- if it's not too big a monster --

WIDEN - INCLUDE ALL

As the others shake their heads, laugh.

(227) ALL (EXCEPT HERC)  
(laugh)

ON JAYCE

Throwing up his hands in surrender.

(228) JAYCE  
(with humor)  
Get us OUT of here -- fast!

EXT POTS - SPACE

Angling TOWARD CAMERA --

(229) HERC (VO)  
(beat)  
Wait a minute -- I think I've heard of  
that place! It might be on our way!

And WHOOSH! the POTS warps out into deep space as we

FADE OUT:

THE END